

General and Durable Power of Attorney

P BK 91 PG 587

KNOW ALL MEN BY THESE PRESENTS, that I, CHARLES ROY SMITH, the undersigned principal, do hereby appoint HAROLYN CRAIG SMITH and SANDRA SMITH BASSETT to be my true and lawful attorneys-in-fact (collectively referred to as my "attorney-in-fact.")

Section 1. Revocation of Power of Attorney

This general power of attorney may be voluntarily revoked only by the written revocation of the undersigned principal entered of record in the Register's Office of Shelby County, Tennessee.

Section 2. Enumerated Powers

My said attorney-in-fact shall have the power to act in my name, place, and stead, and on my behalf to do and execute all or any of the following acts, deeds, and things, to-wit:

- a. To exercise, do, or perform any act, right, power, duty or obligation whatsoever that I now have or may acquire the legal right, power or capacity to exercise, do or perform in connection with, arising out of or relating to any person, item, thing, transaction, business property, real or personal, tangible or intangible, or matter whatsoever;
- b. To ask for, demand, sue for, recover, collect, receive and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which now or hereafter shall be or become due, owing, payable, or belonging to me in or by any right, title, ways or means howsoever, and upon receipt hereof or of any part thereof to make, sign, execute, and deliver such receipts, releases or other discharges for the same as my said attorney-in-fact shall think fit or be advised;

Prepared By/Return To:
SPARKMAN - ZUMMACH, P. C.
Attorneys at Law
Post Office Box 206
Southaven, MS 38671-0206
662-349-6900

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- c. To commence, prosecute, discontinue or defend all actions or other legal proceedings touching my estate or any part thereof or touching any matter in which I or my estate may be in anyway concerned, and to have, sue and take all lawful ways and means and legal equitable remedies, procedures and writs in my name for the collection or recovery of any item or matter in which I have or may acquire an interest and to compromise, settle and agree for the same and to make, execute and deliver for me and in my name all endorsements, acquittances, releases, receipts or other sufficient discharges for the same;
- d. To lease, purchase, exchange and acquire and to bargain, contract and agree for the lease, purchase and exchange and acquisition of and to take, receive and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney-in-fact shall deem proper;
- e. To enter into and upon all and each of my real properties, and to let, manage and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon;
- f. To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney-in-fact shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warrant or otherwise as my attorney-in-fact shall see fit, and to give receipts for all or any part of the purchase price or other considerations;
- g. To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name;
- h. To sign, endorse, execute, acknowledge, deliver, receive and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, annuity contracts, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments accounts or deposits in, or certificates of deposit of banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, judgments, liens, security agreements and other debts and obligations, and other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

- i. To deposit any monies which may come to my attorney-in-fact as such attorney-in-fact with any bank or banker or other person in my name, and to employ or expend as my attorney-in-fact shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts, or interest payable by me, or taxes, assessments, insurance and expenses due and payable or to become due and payable on account of my real and personal estate, or in or about any of the purposes herein mentioned, or otherwise for my use and benefit, or to invest in my name or in the name of any nominee in any stocks, shares, bonds, securities or other property, real or personal, as my attorney-in-fact may think proper, and to receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments;
- j. To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney-in-fact may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements and other instruments which may be necessary or proper;
- k. To engage, employ, and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, custodians or other persons in and about the performance of these presents as my attorney-in-fact shall think fit;
- l. To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney-in-fact or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments;
- m. To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator or trustee or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated;
- n. To sign and execute in my name, as my act and deed all state and/or federal income tax returns, both preliminary and final, and to appear for me and represent me before any state department of revenue and/or the Treasury Department in connection with any matter involving state and/or federal taxes for any year whatsoever, in which I am a party, with the full power to do everything whatsoever requisite and necessary to be done in the premises and to receive refund checks, sign claims for, and endorse such refund checks, to execute waivers of the Statute of Limitations, and

to execute closing agreements, as fully as I might do if done in my own capacity;

- o. To exercise transfers, vote stock, purchase or sell subscription rights or fractional shares, and to take any other action which it deems necessary in order to transfer title of assets held in my name to the Trustee of any Revocable Living Trust established by me, including but not limited to, stocks, bonds or securities of the United States or any state and/or municipal corporation or private company, debentures, drafts, checks, notes, accounts, deposits or certificates or deposit in banks, savings and loan or other institutions or associations, safe deposit boxes, interests, dividends, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, (and rights related thereto), insurance benefits and proceeds, documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and to execute and deliver good and sufficient deeds or other instruments for the transfer of said assets, and/or any real estate owned by me, and upon receipt thereof, or of any part thereof, to make, sign, execute, and deliver such receipts, releases, or other discharges for the same as the attorney-in-fact shall think fit or be advised, and in acting under the authority granted in this paragraph, the attorney-in-fact may sign my name with or without designation of the capacity in which the attorney-in-fact does so;
- p. To create one or more trusts for my benefit and to contribute to and fund such trusts by placing my assets in them and receive income and /or principal from such trusts in accordance with their terms;
- q. To create and contribute to an employee benefit plan (including a plan for a self-employee individual) for my benefit, select any payment option under any IRA or employee benefit plan in which I am a participant (including a plan for a self-employed individual) or change options I have selected. My Agent may also make "roll-overs" of plan benefits into other retirement plans, apply for and receive payments and benefits, and waive rights given to nonemployee spouses under state or federal law;
- r. To invest and reinvest the assets of any IRA or employee benefit plan in which I am a participant (including a plan for a self-employed individual), and to borrow money and purchase assets therefrom and sell assets thereto, if authorized by any such plan;
- s. To make and change beneficiary designations in favor of my spouse or children, and to consent and/or waive consent in connection with the designation of beneficiaries and the selection of joint and survivor annuities under any employee benefit plan;

- t. In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters, and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

Section 3. Attorney-in-Fact May Appoint Successor

My attorney-in-fact is appointed with full power of substitution, which empowers my said attorney-in-fact to appoint a successor or successors, to act individually or jointly as my attorney-in-fact shall designate.

Section 4. Construction as to Gender and Other References

Any reference in this power of attorney to any gender shall be deemed to include any other gender, and a reference to the singular shall include the plural, and vice-versa, unless the context indicates that such reading would be inappropriate.

Section 5. Joint Attorneys-in-Fact

If I have appointed more than one attorney-in-fact to serve jointly hereunder, any one of them may act alone.

Section 6. This Instrument Construed to be General Power of Attorney

This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights or powers herein does not limit or restrict and it is not to be construed or interpreted as limiting or restricting the general power herein granted to my attorney-in-fact.

Section 7. Subsequent Mental or Physical Debility

In the event of my subsequent mental or physical debility, this general power of attorney shall remain in full force and effect and shall not be revoked by operation of law.

Section 8. Bond Waived

My attorney-in-fact shall not be obligated to furnish bond or other security.

Section 9. Compensation of Attorney-in-Fact

My attorney-in-fact shall be entitled to reasonable compensation for services rendered.

Section 10. Authority Limited for Tax Reasons

Any authority granted to my attorney-in-fact shall be limited so as to prevent this power of attorney from causing my attorney-in-fact to be taxed on my income and from causing my estate to be subject to a general power of appointment by my attorney-in-fact, as that term is defined in Section 2041 of the Internal Revenue Code.

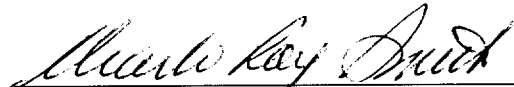
Section 11. Ratification of Action Taken By Attorney-in-Fact

I hereby ratify and confirm all that my attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers granted herein.

Section 12. Indemnification of Attorney-in-Fact

I hereby bind myself to indemnify my attorney-in-fact against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorney's fees which my attorney-in-fact at any time may sustain or incur in connection with carrying out the authority granted in this power of attorney.

IN WITNESS WHEREOF, I have executed this General and Durable Power of Attorney on July 18, 2001.



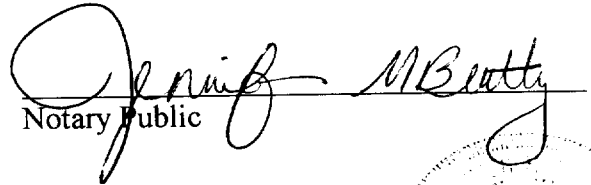
CHARLES ROY SMITH,
Principal

STATE OF TENNESSEE

COUNTY OF SHELBY

The foregoing General and Durable Power of Attorney was acknowledged before me by
CHARLES ROY SMITH as Principal on July 18, 2001.

Witness my hand and official seal.


Notary Public

My Commission expires: _____

